

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE LIBOR-BASED FINANCIAL
INSTRUMENTS ANTITRUST LITIGATION

MDL No. 2262, 11 Civ. 2613

Master File No. 1:11-md-2262-NRB
ECF Case

THIS DOCUMENT RELATES TO:

Amabile, et al. v. Bank of America Corporation, et al.,
Case No. 1:13-cv-01700-NRB

*Federal Deposit Insurance Corporation v. Bank of
America Corporation, et al.*, Case No. 1:14-cv-01757-
NRB

*The Federal Home Loan Mortgage Corporation v. Bank
of America Corporation, et al.*, Case No. 1:13-cv-03952-
NRB

Maragos v. Bank of America Corporation, et al., Case No.
1:13-cv-02297-NRB

*National Credit Union Administration Board v. Credit
Suisse Group AG, et al.*, Case No. 1:13-cv-02497-NRB

*Triaxx Prime CDO 2006-1 Ltd., et al. v. Bank of America
Corporation, et al.*, Case No. 1:14-cv-00146-NRB

*Principal Financial Group, Inc., et al. v. Bank of America
Corporation, et al.*, Case No. 1:13-cv-06014-NRB

*Principal Funds, Inc., et al. v. Bank of America
Corporation, et al.*, Case No. 1:13-cv-06013-NRB

*The Regents of the University of California, et al. v. Bank
of America Corporation, et al.*, Case No. 1:13-cv-05186-
NRB

*East Bay Municipal Utility District v. Bank of America
Corporation, et al.*, Case No. 1:13-cv-00626-NRB

*San Diego Association of Governments v. Bank of
America Corporation, et al.*, Case No. 1:13-cv-05221-
NRB

*City of Richmond, et al. v. Bank of America Corporation,
et al.*, Case No. 1:13-cv-00627-NRB

City of Riverside, et al. v. Bank of America Corporation, et al., Case No. 1:13-cv-00597-NRB

County of Mendocino v. Bank of America Corporation, et al., Case No. 1:13-cv-08644-NRB

County of Sacramento v. Bank of America Corporation, et al., Case No. 1:13-cv-05569-NRB

County of San Diego v. Bank of America Corporation, et al., Case No. 1:13-cv-00667-NRB

County of San Mateo, et al. v. Bank of America Corporation, et al., Case No. 1:13-cv-00625-NRB

County of Sonoma, et al. v. Bank of America Corporation, et al., Case No. 1:13-cv-05187-NRB

City of Houston v. Bank of America Corporation, et al., Case No. 1:13-cv-05616-NRB

The Charles Schwab Corporation, et al. v. Bank of America Corporation, et al., Case No. 1:13-cv-07005-NRB

Bay Area Toll Authority v. Bank of America Corporation, et al., Case No. 1:14-cv-03094-NRB

DECLARATION OF RALPH DESENA

Ralph DeSena declares as follows pursuant to 28 U.S.C. § 1746:

1. I am a Managing Director and Senior Counsel with Royal Bank of Canada (“RBC”). I am authorized to make this declaration on behalf of RBC and submit this declaration in support of its motion, pursuant to Rule 12(b)(2) of the Federal Rules of Civil Procedure, to dismiss the complaints in the above-captioned actions as against RBC for lack of personal jurisdiction. The facts stated herein are true based on my own personal knowledge or my review of records maintained in the regular course of business by RBC.

2. RBC is a Canadian chartered bank organized and existing under the laws of Canada with its corporate headquarters located at Royal Bank Plaza, 200 Bay Street, Toronto, Ontario, Canada and its head office at 1 Place Ville-Marie, Montreal, Quebec, Canada.

3. RBC has a limited U.S. presence. According to RBC's 2013 Annual Report,¹ its most recent available, RBC operates 1,372 bank branches worldwide. In contrast, RBC currently has ten offices in the United States. Four of those offices are federally licensed branches, three of which are located in New York and one of which is located in Florida. Six of those offices are representative offices, state-licensed agencies, or bureaus. Three of those offices are located in Texas, and one each located in California, Delaware, and Washington. RBC is licensed by the state of Oregon to operate an office in that state, but currently has no office there.

4. With respect to former offices in the Challenged Jurisdictions, RBC at one time operated a representative office in Pennsylvania; that office was closed in 1993. RBC has never operated and does not currently operate an office in Iowa, Kansas, New Jersey, or Virginia.

5. RBC's operations are heavily concentrated in Canada. RBC and its subsidiaries employ more than 74,000 full-time equivalent employees worldwide. RBC and its subsidiaries employ fewer than 8,100 individuals in the United States. According to RBC's 2013 Annual Report, RBC and its subsidiaries earned 82% of its revenue outside of the United States in 2013. According to RBC's 2012 Annual Report,² RBC and its subsidiaries earned 84% of its revenue outside of the United States in 2012.

6. During the period relevant to the above-captioned actions, RBC was a member of the British Bankers Association panel of banks making submissions of United States Dollar ("USD") London Interbank Offered Rates ("LIBOR"). The individuals responsible for making

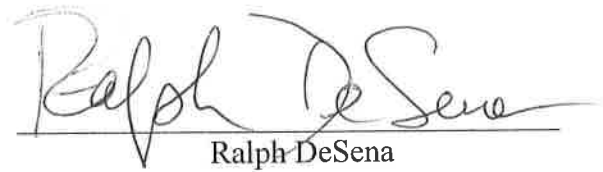
¹ Available at http://www.rbc.com/investorrelations/pdf/ar_2013_e.pdf

² Available at http://www.rbc.com/investorrelations/pdf/ar_2012_e.pdf,

such submissions were then employed in the United Kingdom and located in London and those submissions were made from London. U.S.-based employees were not responsible for making USD LIBOR submissions for RBC.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on November 5, 2014, at New York, New York.



Ralph DeSena